

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr.  
Albert L. Hogan, III  
John K. Lyons  
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000  
Kayalyn A. Marafioti

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	
	:	
COMPUTER SCIENCES	:	
CORPORATION,	:	
	:	
Plaintiff,	:	
	:	
v.	:	Adv. Proc. No. 09-01271 (RDD)
	:	
DELPHI CORPORATION,	:	
	:	
Defendant.	:	
	:	
-----	x	

JOINT STIPULATION AND AGREED SCHEDULING ORDER



Delphi Corporation ("Delphi") and Computer Sciences Corporation ("CSC") (collectively, the "Parties") respectfully submit this Joint Stipulation And Agreed Scheduling Order and agree and state as follows:

WHEREAS, on October 8, 2005, the Delphi and certain of its subsidiaries and affiliates filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on June 10, 2009, CSC filed against Delphi a Complaint, Request For Expedited Declaratory Judgment And Specific Performance, And Request For Preliminary Injunction (Bankr. Docket No. 16934) (the "Complaint") thereby initiating this adversary proceeding.

WHEREAS, Delphi and CSC agree that an expedited trial on Counts One, Two, and Three of the Complaint, but solely to the extent that they relate to CSC's factual claims that the Master Services Agreement ("MSA") between the parties has been validly and effectively terminated and whether Delphi has present prepayment obligations to CSC for its services provided thereunder (the "Expedited Counts"), will facilitate the efficient and orderly resolution of the issues and is in the best interests of both Parties.

NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and between the undersigned attorneys for Delphi and CSC, that:

1. Trial of this adversary proceeding shall be bifurcated pursuant to Federal Rule of Bankruptcy Procedure 7042(b). The Expedited Counts shall be tried on an expedited basis pursuant to the schedule set forth herein. The remainder of the Complaint shall be tried, to the extent necessary, after resolution of the Expedited Counts.

2. Delphi shall answer or otherwise file a responsive pleading to the Complaint on or before June 22, 2009.

3. The Parties shall exchange initial disclosures on or before June 23, 2009.

4. The Parties shall exchange written discovery requests with respect to the Expedited Counts, including but not limited to document requests and interrogatories, on or before June 25, 2009. The Parties agree that the production of documents in response to document requests will begin as soon as practicable thereafter and continue on a rolling basis.

5. The Parties shall serve notices for depositions of witnesses on or before June 25, 2009.

6. CSC shall answer any counterclaims and/or respond to any motion to dismiss the Complaint on or before June 29, 2009.

7. Delphi shall file any reply in support of any motion to dismiss the Complaint on or before July 3, 2009.

8. The Parties shall respond to written discovery requests and complete the production of documents in response to document requests on or before July 17, 2009.

9. The Court shall hold a pre-trial conference on July 23, 2009 at 10:00 a.m., provided, however, that nothing contained herein shall prejudice either party's right to seek other or earlier conferences with the Court as they may deem necessary or appropriate.

10. The Parties shall exchange witness lists and exhibit lists on July 29, 2009.

11. The Parties shall submit pre-trial briefs on July 29, 2009.

12. The Parties shall complete all depositions on or before July 28, 2009.

13. Trial on the Expedited Counts shall be held on August 3 and August 4, 2009.

14. Neither party shall oppose discovery requested by the other party subsequent to trial of the Expedited Counts on the basis that such requests, together with any discovery taken with respect to the Expedited Counts, would exceed the number of discovery requests allowable in this Adversary Proceeding under applicable law. No requested deposition of a party representative or employee subsequent to trial of the Expedited Counts shall be deemed duplicative due to the requesting party's prior deposition of such entity in connection with the Expedited Counts.

15. This Order governs the pre-trial and trial schedule for the Expedited Counts only. The pre-trial and trial schedule for all other portions of the Adversary Proceeding shall be governed by separate scheduling order(s).

So Ordered in New York, New York, this 26th day of June, 2009

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ Albert L. Hogan III

John Wm. Butler, Jr.  
Albert L. Hogan III  
John K. Lyons  
Ron E. Meisler  
SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
155 North Wacker Drive, Suite 2700  
Chicago, Illinois 60606-1728  
(312) 407-0700

/s/ Raymond J. Urbanik

Raymond J. Urbanik, Esq.  
Jay H. Ong, Esq.  
Davor Rukavina, Esq.  
MUNSCH HARDT KOPF & HARR, P.C.  
3800 Lincoln Plaza  
500 N. Akard Street  
Dallas, Texas 75201  
(214) 855-7500

Attorneys for Computer Sciences Corporation

- and -

Kayalyn A. Marafioti  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession